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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STEVE STAEBER, Derivatively on Behalf of
MORGAN STANLEY,

Plaintiff,

- against -

JOHN J. MACK, ZOE CRUZ, EILEEN K.
MURRAY, GARY G. LYNCH, THOMAS R.
NIDES, THOMAS V. DAULA, COLM
KELLEHER, LAURA D. TYSON, C.
ROBERT KIDDER, ROY J. BOSTOCK,
ERSKINE B. BOWLES, SIR HOWARD J.
DAVIES, DONALD T. NICOLAISEN,
CHARLES H. NOSKI, HUTHAM S.
OLAYAN, CHARLES E. PHILLIPS, JR., O.
GRIFFITH SEXTON, KLAUS
ZUMWINKEL, and DAVID H. SIDWELL,

Defendants,

- and -

MORGAN STANLEY, a Delaware corporation,

Nominal Defendant.

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07 Civ. 10368 (GEL)

STIPULATION TO
EXTEND TIME

WHEREAS, defendants John J. Mack, Zoe Cruz, Eileen K. Murray, Gary G. Lynch, Thomas R. Nides, Thomas V. Daula, Colm Kelleher, Laura D. Tyson, C. Robert Kidder, Roy J. Bostock, Erskine B. Bowles, Sir Howard J. Davies, Donald T. Nicolaisen, Charles H. Noski, Hutham S. Olayan, Charles E. Phillips, Jr., O. Griffith Sexton, Klaus Zumwinkel, David H. Sidwell and nominal defendant Morgan Stanley (collectively, "Defendants") filed their Joint Motion to Dismiss the Verified Shareholders' Derivative Complaint (the "Motion to Dismiss") on May 5, 2008 (Docket Nos. 10-12);

WHEREAS, pursuant to the Stipulation to Extend Time Ordered by the Court on March 6, 2008 (Docket No. 4), plaintiff Steve Staehr's ("Plaintiff") opposition papers are due to be filed and served on or before June 19, 2008, and Defendants' reply papers are due to be filed and served on or before July 10, 2008; and

WHEREAS, rather than submitting papers in opposition to Defendants' Motion to Dismiss, Plaintiff desires to amend the Verified Shareholders' Derivative Complaint (the "Complaint") pursuant to Federal Rule of Civil Procedure 15(a)(1)(A).

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by Plaintiff and Defendants, through their respective counsel of record, as follows:

1. Plaintiff shall file an Amended Complaint on or before July 11, 2008.
2. Plaintiff has not previously requested an extension of his time to respond to Defendants' Motion to Dismiss, which time was established by the Court's entry of the parties' prior Stipulation on March 6, 2008 (Docket No. 4).
3. The date for Defendants to answer, move, or otherwise respond to the Amended Complaint shall be September 19, 2008, and no Defendant need answer, move, or otherwise respond to the Amended Complaint before such date.
4. Opposition papers to any motion to dismiss shall be filed on or before November 17, 2008.
5. Reply papers in further support of any motion to dismiss shall be filed on or before December 17, 2008.

Dated: New York, New York
June 19 2008

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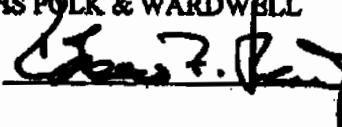
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Dated: **New York, New York**
June 17, 2008

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Stanley and Management Defendants
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and David H. Sidwell

Dated: New York, New York
June 19, 2008

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Olayan, Charles E. Phillips, Jr., O.
Griffith Section and Klaus Zumwinkel

IT IS SO ORDERED.

Dated: June 24, 2008

Gerard E. Lynch
HONORABLE GERARD E. LYNCH